

Ku-ring-gai Council

Charter

Major Projects Advisory Committee

Version Number 1.0

Adopted:

Effective:



Major Projects Advisory Committee Charter

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Controlled Document Information

Authorisation Details

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Related Document Information, Standards & References

Related Legislation:	None.	
Related Policies (Council & Internal)	Property Development and Investment Policy	Provides the objectives and scope of activities for property development or land acquisition by Council.
Related Documents - Procedures, Guidelines, Forms, WHS Modules/PCD's, Risk Assessments, Work Method Statements, etc	Major Projects Steering Committee Charter Councillors Major Projects Consultation Forum	The Major Projects Steering Committee provides Council management governance of all Major Property Development projects from inception through to completion and transfer to operations. This includes property and land acquisitions, divestitures and development activities. The Councillors Major Projects Consultation Forum provides an opportunity for constructive dialogue between Councillors, management and advisors on the current status of Major Projects and enables input to be regularly provided on key issues and challenges.
Other References	Code of Conduct	Code of Conduct sets the minimum requirements of conduct for council officials in carrying out their functions. It has specific requirements for managing conflicts of interest.

Version History

Version Number	Version Start Date	Version End Date	Author	Details and Comments
1	TBD	April 2020	Craig Calder	(first version)

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Charter

Introduction

Ku-ring-gai Council (Council) owns and controls land to provide a range of services that benefit the community of Ku-ring-gai. Uses and values of land and buildings change over time and as a result, Council needs to undertake property development activities to renew existing assets and provide new facilities to meet the needs of its community.

Council needs to undertake property development responsibly and with due regard to the risks and benefits of these activities. Establishing an independent Committee of experts to provide regular guidance and advice for its property development activities will support prudent decision making and appropriate governance of its property developments.

This Charter outlines the objectives, authority, composition, responsibility, reporting obligations and administrative arrangements of the Committee.

Objectives

The primary objective of the Committee is to provide Council with independent advice in relation to property development, land acquisition and disposal activities. In particular, The Committee will provide advice on all aspects of property development and assist Council in its decision making (as a property owner and not a statutory authority) in respect of:

- Any development opportunities involving Council owned or controlled land with a project value of greater than \$5,000,000;
- Property development projects defined as Major Projects; and
- Major projects involving Council that are referred to the Committee by Council or Council's General Manager.

In providing its advice, the Committee will consider the benefit to Council, and in particular the rate payers, of each project or program.

Composition

The Committee will be comprised of a minimum of three (3) and maximum of five (5) independent external members (Committee Members).

Committee Membership will comprise people with relevant expertise including:

- Property development and land economics;
- Commercial arrangements between public and private sectors, preferably in property development or major assets; and
- Risk management and probity requirements in property development.

Appointment and Term

Committee Members will be appointed by Council following an expression of interest process to be administered by Council's Head of Major Projects.

Appointment of members will be for an initial term of up to two years and thereafter may be extended by Council at its discretion.

No more than two members of the Committee may be replaced within a calendar year to maintain continuity of knowledge and experience.

Council may terminate the appointment of a Committee member at any time at its discretion.

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Committee members will elect a Chair of the Committee which must be one of the Committee members.

Committee membership can be brought to an end in the following ways:

- The expiry of the period of appointment;
- Resignation by a Committee Member by giving written notice to the Chair if the Chair resigns, written notice must be provided to Council's General Manager;
- The removal of a Committee Member by Council resolution; or
- The Council deciding to dissolve the Committee for any reason.

Authority

To undertake its responsibilities, the Committee may request the following via the General Manager:

- Any information relevant to its duties from Council staff (subject to any legal obligation they may have to protect information);
- To discuss any matters relevant to its objectives with Council staff or agents or contractors engaged by Council or both (subject to appropriate confidentiality arrangements being agreed with Council's General Manager); and
- Attendance of a Council staff member or any agent or contractor engaged by Council or both at meetings of the Committee.

Requests for information by the Committee and responses to such requests must be made through the Chair of the Committee unless delegated to another Committee member.

Roles and Responsibilities

The Committee has no delegations from Council.

The Committee is directly responsible and accountable to Council for the exercise of its responsibilities.

The responsibilities of the Committee in the performance of its role include:

- *Property development, land acquisition and disposal transactions*: Advising Council on the commercial merits of a recommended proposal, how to maximise commercial return and community benefits, identifying key project risks and mitigations in place to manage them, overseeing probity and legal considerations and alignment with Council strategy and community interest.
- *Property development projects (post approval)*: Advising Council on the management of risk and achievement of property development project objectives and potential impacts on Council financial position, services and reputation.
- *Governance of property development activities*: Advising Council on the effectiveness of governance measures in place to manage delivery of individual projects and the portfolio of property development projects.

The Committee will nominate a member who will, on behalf of the Committee, participate in each Stage Gate Review for the property development, land acquisition and disposal project that falls within the scope of the Committee.

The responsibilities of the Committee may be revised or expanded by resolution of Council..

Meetings

The Committee will hold such meetings as the Chair considers necessary to fulfil the Committee's duties, but will meet not less than four (4) times annually (quarterly meetings).

Council will provide secretarial support for the Committee in the form of administrative assistance to convene quarterly meetings, taking of minutes at these meetings and such other administrative assistance reasonably requested by the Chair in consultation with Council's General Manager.

In addition to regular quarterly meetings, ad hoc meetings of the Committee may be called by the Chair following a reasonable request from a Committee Member or request under a Council resolution.

Council's Head of Major Projects is responsible for circulating the meeting agenda and associated documentation to Committee Members no later than three (3) working days prior to each meeting.

The agenda and associated documentation will be marked as confidential and reflect the objectives and responsibilities of the Committee. The agenda will include as an item of general business any reports which the Committee consider should be made to Council.

A quorum for a meeting will be a majority of the Committee Members entitled to attend that meeting.

If a quorum is not present at a Committee meeting, the meeting must be adjourned and all business remaining on the agenda must be deferred to the next meeting of the Committee.

With the agreement of the Chair, Committee Members may participate in a meeting by telephone or other appropriate means of communication.

With the agreement of the Chair, the Committee may transact business by the circulation of papers to all members, and a resolution approved in writing by a majority of Committee members is taken to be a decision of the Committee.

In the absence of a consensus, members have the option of providing details of the majority view and minority view in reports provided to Council.

Committee Members must abide by the Code of Conduct and relevant policies adopted by Council.

Committee Members must declare any conflicts of interest at the commencement of each meeting and manage these in a manner consistent with the Code of Conduct adopted by Council and follow the process set out in Council's Code of Meeting Practice.

Committee Members must keep all discussions during meetings confidential. No Committee Member can make public comments regarding the activities of the Committee.

Reporting

Minutes of each Committee meeting must be tabled at the next meeting for confirmation.

The Committee will provide a report of its findings and advice in relation to decisions being requested of Council to enter into or vary property development, land acquisition and land disposal transactions that fall within the scope of its responsibilities.

The Chair (in consultation with Council's Head of Major Projects) must prepare an annual report for Council which:

- Summarises the work performed by the Committee to discharge its duties;
- Details the number of meetings held during the year and the attendance of each member;
- Includes such other information that the Committee thinks fit having regard to its duties.

The Committee may, at any time, report to Council any matter relevant to its duties that are considered to be of sufficient importance to do so.

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Remuneration

Remuneration for Committee members will be set a rate determined by the General Manager.

Assessment

The Chair, in consultation with Council's Head of Major Projects must initiate a review of the Committee annually. Results of this assessment are to be included in the Committees annual report to Council.

Charter Review

The Committee must review the continuing relevance of this Charter every two years

Where changes are deemed necessary they will be submitted to Council for adoption and will be highlighted in the Committee's annual report to Council.

Declaration of Conflicts of Interest

Committee members will be required to provide an annual, or as otherwise directed, written declaration that they know of no actual or potential pecuniary or non-pecuniary conflict of interest that would affect their involvement in the Major Projects Advisory Committee and they have abided by Council's Code of Conduct.

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